



Entered on Docket
September 22, 2009

A handwritten signature in black ink, appearing to read "R. B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

James I. Stang, Esq. (CA Bar No. 94435)
 Shirley S. Cho, Esq. (CA Bar No. 192616)
 Werner Disse, Esq. (CA Bar No. 143458)
PACHULSKI STANG ZIEHL & JONES LLP
 10100 Santa Monica Blvd., 11th Floor
 Los Angeles, California 90067-4100
 Telephone: 310/277-6910
 Facsimile: 310/201-0760
 Email: jstang@pszjlaw.com
scho@pszjlaw.com
wdisse@pszjlaw.com

Zachariah Larson, Esq. (NV Bar No. 7787)
LARSON & STEPHENS
 810 S. Casino Center Blvd., Ste. 104
 Las Vegas, NV 89101
 Telephone: 702/382.1170
 Facsimile: 702/382.1169
 Email: zlarson@lslawnv.com

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF NEVADA

In re:

Case No. 09-14814 LBR

THE RHODES COMPANIES, LLC, aka "Rhodes Homes," et al.¹

Debtors.

- | | |
|-------------------------------------|--------------------------------|
| <input checked="" type="checkbox"/> | Affects All Debtors |
| <input type="checkbox"/> | Affects the following Debtors: |

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No.

**ORDER APPROVING STIPULATION RE PARAGRAPH 5(E) OF CASH
COLLATERAL ORDER RE SIGNATORIES NEEDED
TO ISSUE CHECKS [Re: Docket No. 236]**

Upon consideration of the Stipulation re Paragraph 5(e) of the Cash Collateral re Signatories Needed to Issue Checks [Docket No. 488] (the "Stipulation"), a copy of which is attached hereto for reference, and good cause appearing,

IT IS HEREBY ORDERED that the Stipulation is approved.

APPROVED / DISAPPROVED:

DATED this 18 day of September 2009.

By: August B. Landis
UNITED STATES TRUSTEE
August B. Landis
Office of the United States Trustee
300 Las Vegas Blvd. S., Ste. 4300
Las Vegas, NV 89101

Submitted by:
DATED this 16th day of September 2009.

By: /s/Zachariah Larson

LARSON & STEPHENS
Zachariah Larson, Esq. (NV Bar No 7787)
Kyle O. Stephens, Esq. (NV Bar No. 7928)
810 S. Casino Center Blvd., Ste. 104
Las Vegas, NV 89101
(702) 382-1170 (Telephone)
(702) 382-1169
zlarson@lslawnv.com
*Attorneys for Debtors and
Debtors in Possession*

09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Janupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20 LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No. 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batecave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tiek, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Case 09-14814-lbr Doc 488 Entered 09/16/09 11:20:57 Page 1 of 3

1 James L. Stang, Esq. (CA Bar No. 94435)
 2 Shirley S. Cho, Esq. (CA Bar No. 192616)
 3 Werner Disse, Esq. (CA Bar No. 143458)
 PACHULSKI STANG ZIEHL & JONES LLP
 4 10100 Santa Monica Blvd., 11th Floor
 Los Angeles, California 90067-4100
 Telephone: 310/277-6910
 Facsimile: 310/201-0760
 Email: jstang@pszjlaw.com
 5 scho@pszjlaw.com
 6 wdisse@pszjlaw.com

E-File: September 16, 2009

8 Zachariah Larson, Esq. (NV Bar No. 7787)
 LARSON & STEPHENS
 9 810 S. Casino Center Blvd., Ste. 104
 Las Vegas, NV 89101
 10 Telephone: 702/382.1170
 Facsimile: 702/382.1169
 Email: zlarson@lslawnv.com

12 Attorneys for Debtors and Debtors in Possession

14 UNITED STATES BANKRUPTCY COURT
 15 FOR THE DISTRICT OF NEVADA

16 In re:

Case No. 09-14814 LBR

17 THE RHODES COMPANIES, LLC, aka "Rhodes
 18 Homes," et al.¹

19 Debtors.

- 20 Affects All Debtors
 Affects the following Debtors:

22

23 ¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The
 Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No.
 24 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gang-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No.
 25 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-
 14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-
 26 14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and
 Development Corporation (Case No. 09-14846); Purcell 3D LLC (Case No. 09-14848); Tuscany Acquisitions IV LLC (Case No.
 27 09-14849); Tuscany Acquisitions III LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany
 Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No.
 28 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Bateave, LP (Case No. 09-14861);
 Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14863); Tick, LP (Case No. 09-14866); Rhodes Arizona
 Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, LLC (Case No. 09-14882); Tuscany Golf Country Club, LLC
 (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Case 09-14814-lbr Doc 488 Entered 09/16/09 11:20:57 Page 2 of 3

1 **STIPULATION RE PARAGRAPH 5(E) OF CASH COLLATERAL ORDER RE**
 2 **SIGNATORIES NEEDED TO ISSUE CHECKS [Docket No. 236]**

3 This Stipulation is entered into by and between the Debtors, the First Lien Steering
 4 Committee ("FLSC"), and the Administrative Agent for the First Lien Lenders (the "Agent").
 5 The foregoing parties (together, the "Parties") hereby enter into this Stipulation and agree as
 follows:

6 **RECITALS**

7 WHEREAS, on April 30, 2009, the Court entered that *Final Stipulated Order (I)*
 8 *Authorizing Use of Cash Collateral Pursuant to Sections 105, 361, 362 and 363 of the Bank-*
 9 *bruptcy Code and (II) Granting Adequate Protection and Super Priority Administrative Expense*
 10 *Priority to Prepetition Secured Lenders re Debtors' Motion for Interim and Final Orders*
 11 *Pursuant to Sections 105, 361, 362, 363, and 364, etc. [Docket No. 126] (the "Final Cash*
 12 *Collateral Order"). Capitalized terms not defined herein shall have the meaning ascribed to such*
 13 *terms in the Final Cash Collateral Order;*

14 WHEREAS, due to personnel changes, the Debtors have requested that paragraph 5(e) of
 15 the Final Cash Collateral Order be revised as per the below agreement and the FLSC and the
 16 Agent have consented;

17 NOW THEREFORE, in consideration of the mutual covenants contained herein,
 18 and other good and valuable consideration (the receipt and sufficiency of which are
 19 acknowledged), it is hereby stipulated and agreed by and between the Parties as follows:

20 **AGREEMENT**

21 1. Paragraph 5(e) of the Final Cash Collateral Order is hereby revised as follows:
 22 "Disbursement Authority. During the Cash Collateral Period, all amounts paid by the Debtors
 23 must be approved by two of the following (with checks drawn on any Debtor's bank accounts to
 24 be signed by two of the following): (i) the Debtors' Director of Legal Services; (ii) the Debtors'

Case 09-14814-lbr Doc 488 Entered 09/16/09 11:20:57 Page 3 of 3

1 Chief Financial Officer; (iii) the Debtors' Controller; (iv) the Debtors' Assistant Controller; or
2 (v) the Debtors' Vice President, Finance, provided, that neither Jim Rhodes nor any relative or
3 affiliate of Jim Rhodes shall serve in any of the foregoing capacities."

4

5 Dated: September 16, 2009

6

7

8 **APPROVED**

9 By: /s/ Philip C. Dublin
10 AKIN GUMP STRAUSS
HAUER & FELD LLP
11 Ira S. Dizengoff (NY Bar No. 2565687)
Philip C. Dublin (NY Bar No. 2959344)
Abid Qureshi (NY Bar No. 268437)
One Bryant Park
12 New York, NY 10036

13 *Counsel for the First Lien Steering Committee*

14 **APPROVED**

15 By: /s/ James I. Stang
16 James I. Stang
17 Pachulski Stang Ziehl Young & Jones LLP
18 10100 Santa Monica Blvd., 11th Floor
19 Los Angeles, CA 90067

20 *Counsel for Debtors and Debtors-in-
21 Possession*

22

23

24

25

26

27

28

8 **APPROVED**

9 By: /s/ Ramon M. Naguiat
10 SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP
11 Ramon M. Naguiat
300 S. Grand Ave., #3400
12 Los Angeles, CA 90071

13 *Counsel for Credit Suisse, Cayman Islands
Branch, as Agent for First Lien Lenders*